



**ATEL**  
Leasing Corporation®

RECORDATION NO. 25799 FILED

AUG 25 '05

3-42 PM

**SURFACE TRANSPORTATION BOARD**

**VIA UPS 2<sup>ND</sup> DAY AIR**

August 22, 2005

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
1925 K Street, NW  
Washington, DC 20423-0001



**Re: Document for Recordation:**  
**1. Memorandum of Lease**

Dear Mr. Williams:

Enclosed for recordation are three (3) originals of Memorandum of Lease, dated as of March 1, 2005, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

**Lessor:** ATEL Capital Equipment Fund VIII, LLC  
600 California Street, 6<sup>th</sup> Floor  
San Francisco, CA 94108

**Lessee:** Bartlett Grain Company, L.P.  
4800 Main Street, Suite 600  
Kansas City, MO 64112

A description of the railroad equipment covered by the enclosed document is:

Fifty (50) Used 4750 Cubic Through Hatch Covered Hopper Cars bearing road numbers AEQX 810001 – AEQX 810050, inclusive.

A short summary of the document to appear in the index as follows:

Memorandum of Lease

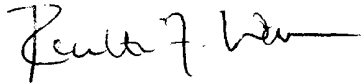
Also enclosed is ATEL check no. 002482 in the amount of \$33.00 to cover the recordation fee.

Mr. Vernon A. Williams  
Surface Transportation Board  
August 22, 2005  
Page 2

Kindly return two (2) stamped copies of the enclosed documents to the undersigned.

Should you have any questions, please do not hesitate to call me at 415/616-3427. Thank you for your assistance.

Sincerely,



Renette F. Warner  
Legal Assistant/Contract Administrator

/rfw  
Enclosures

## MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

This **MEMORANDUM OF LEASE** is effective as of March 14, 2005, between **ATEL CAPITAL EQUIPMENT FUND VIII, LLC**, ("ATEL"), with its principal office at 600 California Street, 6<sup>th</sup> Floor, San Francisco, California 94108, and **BARTLETT GRAIN COMPANY, L.P.**, ("BGC"), with its principal office at 4800 Main Street, Suite 600, Kansas City, MO 64112.

## WITNESSETH

ATEL, as Lessor, and BGC, as Lessee, entered into Master Lease Agreement ("Lease Agreement") dated as of March 14, 2005 and Lease Schedule No. 1 thereto dated as of March 14, 2005, which incorporates the terms and conditions of the Lease Agreement and together with the Lease Agreement is the "Lease". The Lease covers fifty (50) used 4750 cubic foot, trough hatch covered hopper cars bearing car mark numbers AEQX 810001 through AEQX 810050 (inclusive) as more specifically described on Exhibit A attached hereto and made a part hereof, as shall be amended from time to time ("Cars").

The initial term shall be the period commencing on the May 1, 2005 and continues for thirty-six (36) months thereafter, but in any event ending not later than May 1, 2008, unless earlier terminated in accordance with the terms of the Lease. Upon expiration of the initial term, this Lease shall automatically renew for consecutive one-month terms until either party provides sixty (60) days advance written notice to the other of its intent not to renew.

This Memorandum of Lease has been executed and delivered by the parties for the purpose of recording and giving notice of the Lease.

IN WITNESS WHEREOF, ATEL and BGC have executed this instrument as of the date first above written.

**ATEL CAPITAL EQUIPMENT FUND  
VIII, LLC**

by: ATEL Financial Services, LLC, its Mgr.

by: ATEL Leasing Corporation, its Mgr.

By: Vasco H. MoraesName: Vasco H. Moraes, Esq.  
Senior Vice President

Title: \_\_\_\_\_

**BARTLETT GRAIN COMPANY,  
L.P.**By: William J. FellowsName: William J. FellowsTitle: EVP

ATEL LEGAL DEPARTMENT  
APPROVED  
AS TO FORM

BY: LBG

**EXHIBIT A TO  
MEMORANDUM OF LEASE**

1. AEQX 810001
2. AEQX 810002
3. AEQX 810003
4. AEQX 810004
5. AEQX 810005
6. AEQX 810006
7. AEQX 810007
8. AEQX 810008
9. AEQX 810009
10. AEQX 810010
11. AEQX 810011
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44. AEQX 810044
45. AEQX 810045
46. AEQX 810046
47. AEQX 810047

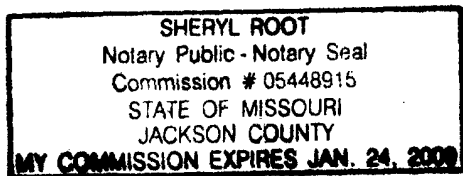
- 48. AEQX 810048
- 49. AEQX 810049
- 50. AEQX 810050

W:\LEASE TRANSACTIONS\BART1 (Bartlett Grain Company, L.P.)\Section IV. SCHEDULES\A. Schedules\44. UCC's & Title Information\Memorandum of Lease.052005.(FINAL).doc

(STATE OF Missouri )  
(COUNTY OF Jackson ) SS.

On this 23<sup>rd</sup> day of May, 2005, before me, Sheryl Root, the undersigned Notary Public, personally appeared William J. Fellows, personally known to me to be the person whose name is subscribed to this instrument and acknowledged to me that he executed the same on such day in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.



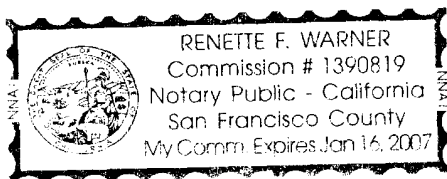
Sheryl Root  
Notary Public

(seal)

(STATE OF CALIFORNIA )  
(COUNTY OF SAN FRANCISCO ) SS.

On this 22<sup>nd</sup> day of August, 2005, before me, Renette F. Warner, the undersigned Notary Public, personally appeared Vasco H. Morais, personally known to me to be the person whose name is subscribed to this instrument and acknowledged to me that he executed the same on such day in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.



Renette F. Warner  
Notary Public

(seal)